

EXHIBIT 13

CONFIDENTIAL PURSUANT TO PROTECTIVE ORDER

Page 1

16 CONFIDENTIAL PURSUANT TO PROTECTIVE ORDER
17 VIDEOTAPED DEPOSITION OF STAN LEE
18 LOS ANGELES, CALIFORNIA

19 MAY 13, 2010

22 REPORTED BY:

23 CHRISTY A. CANNARIATO, CSR #7954, RPR, CRR, CLR
24 JOB NO.: 30189

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May 13, 2010

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9:35 a.m.

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Deposition of Stan Lee, taken on behalf of Plaintiffs, held at the offices of Paul Hastings, 515 South Flower Street, 25th Floor, Los Angeles, California, before Christy A. Cannariato, CSR #7954, RPR, CRR.

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1 A P P E A R A N C E S

2

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18 ALSO PRESENT:

19 BRENT JORDAN, VIDEOGRAPHER

20 ELI BARD, MARVEL ENTERTAINMENT

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2 1930s, 1940s?

3 A. I think it must have been 1939 or 1940,
4 somewhere around there.

5 Q. And what was your first job responsibility at
6 Timely?

7 A. Well, I was hired by two people, Joe Simon and
8 Jack Kirby, who were producing the comics at that time for
9 this company which was called Timely Comics.

10 Q. And --

11 A. And my job was to really be an assistant. I
12 went down, and I got them their lunch sandwiches for them,
13 and I filled their -- in those days they dipped the
14 brushes in ink and used pencil sharpeners. And I
15 sharpened the pencils. I erased the pages after they were
16 finished. And I did whatever an assistant or an office
17 boy would do.

18 Q. And at that time who was running or owned
19 Timely?

20 A. The company was owned by a man named Martin
21 Goodman.

22 Q. And he was the publisher?

23 A. Yes.

24 Q. And did Timely -- is Timely a predecessor or
25 did Timely eventually become what we now know as Marvel?

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2 A. That's right. It had many different names
3 over the years, and it finally became Marvel.

4 Q. And do you currently do work for Marvel?

5 A. Oh, yes. Yes, I do.

6 Q. And what does that involve?

7 A. Pardon me?

8 Q. What does that involve? What does your work
9 involve with Marvel?

10 A. Oh, mainly now I write occasional stories for
11 them. And I do promotion and publicity for them, and
12 whatever they ask me to do, really. I -- little things
13 that have to do -- sometimes I do cameos in their movies.
14 And I appear on panels at conventions. Things like that.

15 Q. You recently were Larry King in Iron Man 2?

16 A. Yeah, I did that, too.

17 Q. And do you receive compensation from Marvel?

18 A. Yes.

19 Q. Now, do you also have a company called Pow --

20 A. Yes, I do.

21 Q. -- that you're involved in? And what is Pow?

22 A. Pow is an entertainment company. And what we
23 do is we seek to produce movies, television shows, things
24 for the Internet. Whatever we can in the field of
25 entertainment.

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2 Q. BY MR. QUINN: You mentioned just a few
3 minutes ago before we took our short break that you had
4 started as, I guess, an apprentice effectively at Timely
5 Marvel around 1940. Did there come a time that you were
6 -- you got a promotion?

7 A. Yes.

8 Q. Tell us about how that occurred.

9 A. Joe Simon and Jack Kirby were really the only
10 two people there producing the comics, and for some reason
11 they left, and I was the only guy left in the department.
12 So Martin asked me if I could sort of function as the
13 editor and art director and writer until he hired someone,
14 a grown up. And I said, Sure. You know, when you're 18
15 years old, what do you know? I said, Sure, I can do it.
16 And I think he forgot to hire a grownup, because I was
17 there ever since.

18 Q. Right. 60 years later they still haven't
19 hired a grownup?

20 A. I'm still waiting.

21 Q. But you had grown up.

22 Now, did you have an understanding at the time
23 or did you come to have an understanding as to why Simon
24 and Kirby were let go?

25 A. I didn't know at the time, but I have heard

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2 best artists and the best writers unless I wrote something
3 my -- I had the privilege, which now that I think back, it
4 was rare, but I could either write stories myself or I
5 could hire writers. I couldn't write everything. And it
6 was my job to hire the artists to draw the stories. And I
7 did that for quite a number of years.

8 Q. And did you give instructions to the artists
9 as to how you wanted the story to go?

10 A. Oh, yes. That was my job as Art Director.

11 Q. So in addition to writing, you were also the
12 Art Director?

13 A. Yes.

14 Q. Now, who oversaw -- whose responsibility was
15 the creative editorial aspects of the comic books that
16 were created?

17 A. Well, the responsibility was mine, because I
18 had to answer to the publisher, Martin Goodman, and he had
19 to be happy with what I was doing.

20 Q. Did you have the ability to not only make
21 assignments but also to edit and change things that other
22 writers or artists did in connection with the comics?

23 A. Yeah. That was my job. If, for example, I
24 saw some art work, and I felt there wasn't enough action
25 on a page, or it was confusing, the reader might not know

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2 what it was, or in a script if I felt there was too much
3 dialogue or too little dialogue, it was -- it was up to me
4 to make the stories as good as I could make them.

5 Q. Now, you mentioned that you did perform
6 services not only as an editor but also as a writer.

7 A. Mm-hmm.

8 Q. Did you consider the services you performed as
9 a writer part of your duties as the editor or something
10 additional?

11 A. Well, I never thought of it that way. I was
12 the Editor. I was the Art Director. And I was also a
13 staff writer.

14 Q. And how were you paid in connection with the
15 work that you did?

16 A. How was I paid?

17 Q. How were you paid in connection with the work
18 as Editor and as a writer?

19 A. I received a salary which paid me as Editor
20 and Art Director, but I got paid on a freelance basis for
21 the stories that I wrote.

22 Q. And when you say you were paid on a freelance
23 basis, how were you paid? On what basis?

24 A. The same as every other writer. I was paid
25 per page, so much money per page of script.

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2 Q. There was a fixed amount of money --

3 A. Yes.

4 Q. -- for each page?

5 A. Yes.

6 Q. And was there a policy or did you have a
7 policy to pay writers and artists on that per page rate
8 whether or not the page was actually used or published?

9 A. Oh, yes. Even if we didn't publish -- if an
10 artist drew a 10-page story, and the artist rate was \$20 a
11 page, I would put in a voucher for \$200 for that artist.
12 Now, if -- and this happened rarely --- but if we decided
13 not to use that story, the artist would still keep the
14 money because he had done the work. It wasn't his fault.
15 So -- and that's the way it was. Everybody was paid per
16 page.

17 Q. Now, you mentioned that you had the right to
18 edit and make changes. Was there anyone else in addition
19 to you who had the right to edit and make changes --

20 A. Yes.

21 Q. -- in the work? Who was that?

22 A. Oh, my boss, Martin Goodman, though he really
23 didn't edit. He would just call me into his office and
24 say: Jeez, Stan. I didn't think that story was good. Do
25 a better one next time. This book didn't sell so well. I

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2 think you better see what's wrong. Maybe it needs a new
3 artist or a new writer." Things like that. But I did the
4 actual detail work.

5 Q. Were there times where Mr. Goodman would tell
6 you that he didn't want something to be done a certain way

7 --

8 A. Yeah.

9 Q. -- and you changed?

10 A. Yes, there were. Not that often, but yes.

11 Q. But that was your understanding of how the
12 process worked?

13 A. Oh, absolutely. He was the -- he was the
14 ultimate boss.

15 Q. And did he have the final say on what was
16 published back in the 1950s and 60s?

17 A. Yes. As long as he was the publisher, he did.

18 Q. Did Mr. Goodman ever edit any of your work?

19 A. Not too often except every so often he'd say:
20 I think you're putting in too much dialogue. I don't
21 think the readers want to read that much. And I always
22 disagreed with him, so I would sneak in as much dialogue
23 as I could.

24 Q. Now, was this pretty much the practice that
25 existed at Marvel beginning when you started as Editor in

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2 the early 1940s and then up through the time that you
3 became the publisher in the late 1960s?

4 MR. TOBEROFF: Vague and ambiguous.

5 Q. You can answer.

6 A. Yes.

7 Q. And did this process of assignment and so
8 forth come to be known as the Marvel method?

9 A. Oh, no. No. The Marvel method referred to
10 something else.

11 Q. Okay. Why don't you describe the Marvel
12 method.

13 A. There was a time when I was writing so many
14 stories that I couldn't keep up with the artists. I
15 couldn't feed them enough work. And, you see, the artists
16 were freelancers. Now, for example, if Jack was working
17 on a story, and Steve was waiting for me to give him a
18 story because he had had finished what he had been
19 doing --

20 Q. Jack being Jack Kirby?

21 A. Jack Kirby.

22 Q. And Steve Ditko?

23 A. Right. Or it could have been any of the
24 artists. But just using them as an example, if one of
25 them was waiting for a story while I was still finishing

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2 writing the story for the other one, I couldn't keep him
3 waiting because he wasn't making money. He was a
4 freelancer. He wasn't on salary.

5 So I would say: Look, Steve, I don't have
6 time to write your script for you, but this is the idea
7 for the story. I'd like this fill in, and I'd like this
8 to happen, and in the end the hero ends by doing this.
9 You go ahead and draw it any way you want to, as long as
10 you keep to that main theme. And I will keep finishing
11 Jack's story. And when you finish drawing this one, I
12 will put in all the dialogue and the captions.

13 So in that way I could keep one artist working
14 while I was finishing something for another artist. That
15 worked out so well that I began doing that with just about
16 all the artists. I would just give them an idea for a
17 story, let them draw it any way they wanted to. Because
18 no matter how they drew it, even if they didn't do it as
19 well as I might have wanted, I was conceited enough to
20 think I could fix it up by the way I put the dialogue and
21 the captions in. And I'd make sense out of it even if
22 they may have made -- have done something wrong.

23 And I was able to keep a lot of artists busy
24 at the same time by using that system. And I have never
25 given that long an explanation before.

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2 Q. Did you end up using that system -- and when
3 did this come into play? In the 1950s and 60s,
4 approximately?

5 A. Probably the 50s.

6 Q. During the time that you were the Editor?

7 A. I was always the Editor.

8 Q. Until the late 1960s when you became
9 publisher?

10 A. Right.

11 Q. And in that process, did you always maintain
12 the ability to edit and make changes or reject what the
13 other writers or artists had created?

14 A. Oh, sure.

15 Q. And did you do that on a regular basis?

16 A. If something had to be rejected, sure.

17 Q. And that would include artwork that was done
18 by, for example, Jack Kirby?

19 A. Yeah.

20 Q. And do you recall instances where that
21 occurred?

22 A. It's a strange thing. I didn't recall it --
23 recall those instances too well. But I was talking to
24 John Romita once. He was one of our artists. And we were
25 talking about whether I had ever rejected any pages. And

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2 I said sometimes I can't remember. And he said, "Stan,
3 don't you remember? Sometimes if somebody wanted a job as
4 an inker at our place," and an inker is somebody who goes
5 over the pencil drawings with ink so that they can be
6 reproduced better at the engraver, he said, "If we wanted
7 to test an inker to see how good he'd be, we would take
8 one of the pages of Jack's that you hadn't used and ask
9 the inker to ink over them as samples."

10 And I had forgotten about that, but John
11 Romita -- we were talking about that. It was a few years
12 ago he told me that.

13 Q. And when you had that conversation with Mr.
14 Romita, did that refresh your recollection that you had
15 from time to time rejected pages from Jack Kirby?

16 A. Yeah. Actually probably less from Kirby than
17 anybody else, because he was so good. But I had -- there
18 were times when things had to be rejected for a myriad
19 reasons.

20 (Lee Exhibit 1 marked for identification.)

21 Q. Let me mark as Lee Exhibit 1 an affidavit,
22 it's a document entitled "Affidavit of Stan Lee," and ask
23 you to take a look at that.

24 MR. TOBEROFF: I would like to make a standing
25 objection, if you will agree, otherwise I have to make it

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2 affidavit.

3 You just testified a little while ago about
4 the process that you utilized in connection with making
5 assignments, and so forth. And paragraphs, I guess, 3 and
6 4 of this affidavit also describe the same methodology.

7 In paragraph 4 of the affidavit it reads, and
8 I will just read it and you can follow along, it says,
9 "Timely," that would be Marvel, "however, always
10 maintained the right to direct the storylines and the
11 right to edit any aspect of the materials I submitted for
12 publication, including the characteristics of any existing
13 or new characters I utilized in the storylines."

14 Now, would that also be true with regard to
15 other writers and other artists; --

16 A. Wait.

17 Q. -- that Marvel maintained the right to direct
18 the storylines --

19 A. Oh, yes. The artists and -- it held for the
20 artists and the writers and the letterers and the inkers
21 and the colorists and everybody.

22 Q. And the next sentence says, "At that time it
23 was typical in the industry for comic book publishers to
24 own the rights to the materials that were created for them
25 for publication."

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2 A. Yes.

3 Q. And that was your understanding --

4 A. Yes.

5 Q. -- at that time?

6 A. Yes.

7 Q. And that continued through the time that you
8 stopped being the editor in the late 1960s?

9 A. Yes.

10 Q. So that would include the period of the 1950s
11 and 60s?

12 A. Yes.

13 Q. And it further goes on that -- and that would
14 apply not only to things that you created but also things
15 that were created by other writers and other artists like
16 Jack Kirby?

17 A. Yes. That's right.

18 Q. And that was the understanding in the industry
19 at the time?

20 A. That was my understanding.

21 Q. And it goes on to say that "Timely," referring
22 to Marvel, "would own whatever rights existed to all of
23 the materials I created or co-created for publication."
24 That was your understanding?

25 A. Yes, it was.

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2 Q. And that was your understanding not only with
3 regard to materials you created but were created by the
4 other writers and artists who were working under your
5 direction?

6 A. Yes.

7 Q. And do you ever recollect, going back during
8 that period of time anyone, any of the other writers or
9 artists disagreeing or telling you that they didn't --
10 they didn't agree with that?

11 A. During this period of time? No.

12 Q. Now, in paragraph 11, there is a reference to
13 a Schedule A that's attached to this affidavit. And it
14 says that, "A list of some of the characters I created or
15 co-created for Timely, Marvel, appears on Schedule A."

16 And, to the best of your knowledge, is that a
17 list of some of the characters that you either created or
18 co-created?

19 A. Yes.

20 Q. And looking at paragraph 13 of the affidavit,
21 it states, I will read it into the record, "For years I,"
22 being you, "received checks from Timely and its successor
23 that bore a legend acknowledging that the payment was for
24 works for hire."

25 Do you recall -- that's a true statement;

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2 That was your understanding?

3 A. Yes.

4 Q. Consistent?

5 And then it says in paragraph 8, that "The
6 work for hire language was affixed to each freelancer
7 check by way of an ink stamp."

8 Is that consistent with your recollection?

9 A. Yes. Yes.

10 Q. Okay. That's all I have on that.

11 Let me go back for a second to you mentioned
12 the fact that the writers and artists during this period
13 of time were paid on a per page rate.

14 A. That's right.

15 Q. And were different artists and different
16 writers paid different rates?

17 A. Oh, yes, according to how valuable we thought
18 they were.

19 Q. And did it matter -- let's take a particular
20 artist, oh, say Jack Kirby. Did it matter whether he --
21 was Mr. Kirby one who got a higher page rate?

22 A. He got the highest because I considered him
23 our best artist.

24 Q. And with regard to his page rate, he got that
25 page rate whether or not the actual drawings were

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2 ultimately published?

3 A. Oh, yes. Most of them. They were practically
4 all published, and, yeah, he always -- I made sure he got
5 the highest rate.

6 Q. Now, did it matter -- he always got -- he got
7 the highest rate, but he got the same rate, whether it was
8 for Fantastic Four or for The Hulk or for -- in other
9 words, he wasn't paid a different rate based on the
10 characters?

11 A. As far as I can remember, he wasn't paid a
12 different rate. I wouldn't swear to it, because there may
13 -- I don't remember ever giving him a different rate. Let
14 me put it that way.

15 Q. That's what I'm asking, your best
16 recollection.

17 A. Yeah.

18 Q. That's your best recollection?

19 A. Right.

20 Q. Now I'm going to ask you a few questions,
21 general questions, about kind of creation of the comic
22 book. And perhaps nobody knows it better than you do.

23 In general terms, and let's focus on the
24 period 1950s and 60s, which is the relevant period in this
25 case. What was -- I'd like you to tell us the role of the

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2 different contributors to a comic book, the writer, the
3 artist, penciler, the inker, the colorist, the letterer.
4 What did each guy do, or woman, if there were any?

5 A. Well, somebody has to come up with the idea
6 for the script itself. Then it has to be written. So the
7 first thing that happens is you either get a script by the
8 writer, or, in my case, you'd get an outline saying what
9 the story is.

10 Then it would go to the penciler, who would
11 draw the script in pencil.

12 Then it would go to the letterer, who would
13 letter the dialogue balloons and the captions in ink over
14 the pencil drawings.

15 Q. Mm-hmm.

16 A. Then it would go to the inker, who would ink
17 the pencil drawings. So now the page had the lettering
18 and the artwork done in ink so that it could go to the
19 engraver, and he could photograph it or whatever he did
20 with it.

21 Then in those days we would get back from the
22 engraver some sheets of paper, eight by ten usually, that
23 were called silver prints. And there was a silver print
24 for each page. And they would go to the colorist, who
25 would use some kind of aniline dye paints, and they would

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2 color the pages, which were then sent back to the engraver
3 or the printer, I was never sure, but to tell that person
4 how we wanted it colored when it was printed.

5 The engraver and/or printer used those colored
6 sheets as a guide to -- so they would know how to color
7 the pages.

8 Q. Right, actually do the printing.

9 A. And that's -- I think that's all. There was
10 the writer, the penciler, the letterer, the inker, the
11 colorist. Of course we had proofreaders and sometimes we
12 would make changes. I, as the editor, would often look
13 over a page and say, I don't like this drawing, let's fix
14 it, or, let's make this a long shot, not a close up. Or,
15 you know, whatever I would do.

16 I didn't do that too much because it cost us
17 money, and it wasted time, so only when it had to be done.

18 Q. Now, were all these people working in the same
19 room?

20 A. No.

21 Q. How did that work?

22 A. No. Usually the production people were -- the
23 people who made the paste ups.

24 Q. Right.

25 A. But very often the artists worked at home. We

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2 did a lot of shipping things around. We would -- I would
3 talk on the phone or in person to the artist, giving -- or
4 I would type out an outline, depending how we worked. And
5 the artist usually went home and penciled it, bring it in
6 to me, I would approve it or not approve it, or have what
7 changes needed to be made.

8 Then I would send it to the inker. We very
9 rarely had an inker who was really on staff. At a
10 different address the inker would do it and ship it back
11 to me. And if I liked it, usually it was okay, it would
12 then go to a letterer.

13 Now, often the letterers were on staff, but we
14 also had a number of letterers who worked at home. In
15 fact, our main letterers, Sam Rosen and Artie Simick, they
16 both worked at home, so we had to ship the artwork again.
17 They would letter it, bring it back.

18 We had a colorist who worked on staff, but we
19 also had colorists who worked at home.

20 So again, it either was done on staff or we
21 shipped it. We were always moving and shipping things
22 back and forth.

23 Q. There was no FedEx back then.

24 A. No FedEx. No. It was very difficult. And we
25 had a small staff really in the office, usually one

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2 letterer who would make corrections on things. And
3 sometimes one of the people also did coloring. But mostly
4 everything was done freelance and shipped around the city.

5 Q. Now, you mentioned all the different books
6 involved, but you mentioned first somebody had to come up
7 with the idea.

8 A. Yeah.

9 Q. Was that your role for the most part?

10 A. Pretty much. Yeah.

11 Q. And after you would come up with the idea, how
12 would you communicate that idea to the writer, or in some
13 cases you were the writer, but a different writer or the
14 artist?

15 A. Well, we would meet, and I would talk about
16 it, and I would usually have, well, often have something.
17 I'd write out a brief outline of what the idea was.

18 Q. A synopsis?

19 A. A synopsis. Or sometimes I would just talk it
20 with the artist. It really depended on how well I knew
21 the artist, how well we worked together, how familiar we
22 were with each other's style.

23 Q. Now, typically who came up with the ideas for
24 stories at Marvel during the 50s and 60s?

25 A. Well, in the 50s, in the early 50s, we were

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2 doing a lot of odd books. And very often the writers of
3 those odd books would come up with their own, although I
4 did most of them.

5 In the 60s, the ideas for the new characters
6 originated with me because that was my responsibility.

7 And what would happen is the publisher, Martin Goodman,
8 for example, with the Fantastic Four, he called me into
9 his office one day. And he said, "I understand that
10 National Comics," which later changed its name to DC, "but
11 I understand that National Comics has a book called The
12 Justice League. And it's selling very well. I want you
13 to come up with a team of superheroes. Let's do something
14 like that."

15 So it was my responsibility to come up with
16 such a team. And I dreamed up the Fantastic Four, and I
17 wrote a brief outline. And at that time, you know, I gave
18 that to Jack Kirby, who did a wonderful job on it.

19 With The Hulk and the X-Men and Iron Man, I
20 couldn't -- I wanted to use Jack for everything, but I
21 couldn't because he was just one guy. So with Iron Man I
22 gave that script to Don Heck after I came up with the
23 idea.

24 With Daredevil, I gave that to Bill Everett.
25 I think with Iron Man I still wanted Jack to

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2 do the cover, though, for it.

3 With Spider-Man, that was kind of an
4 interesting thing. I thought Spider-Man would be a good
5 strip, so I wanted Jack to do it. And I gave it to him.
6 And I said, Jack, now you always draw these characters so
7 heroically, but I don't want this guy to be too
8 heroic-looking. He's kind of a nebbishy guy.

9 Q. Would we call him a nerd today?

10 A. I would say so. Yeah.

11 Anyway, Jack, who glamorizes everything, even
12 though he tried to nerd him up, the guy looked still a
13 little bit too heroic for me. So I said: All right,
14 forget it, Jack. I will give it to somebody else.

15 Jack didn't care. He had so much to do.

16 Q. Who did you give it to?

17 A. I gave it to Steve Ditko. His style was
18 really more really what Spider-Man should have been. So
19 Steve did the Spider-Man thing. Although, again, I think
20 I had Jack sketch out a cover for it because I always had
21 a lot of confidence in Jack's covers.

22 Q. When the covers were done, were they done
23 before or after the actual work was created?

24 A. You know, I don't think there was a hard and
25 fast rule for that. I really can't remember. I think

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2 you'd have had to have done some of the work first, so in
3 doing the cover you knew what the characters looked like.

4 Q. And did you take particular interest in the
5 cover?

6 A. Oh, that was my specialty. The covers in
7 those days, the covers were the most important thing.
8 Because we didn't have fans the way we do now. Today,
9 fans go to a book store, Did the latest Fantastic Four
10 come in yet? In those days we sold according to how
11 attractive a book looked on the newsstand. A kid would
12 walk in the news stand, and whatever caught his eye he'd
13 pick up.

14 So we made sure -- and this was something that
15 my publisher Martin Goodman, he was an expert in. He
16 taught me a lot about what to do to a cover to make it
17 stand out, what kind of color schemes to use, and so
18 forth.

19 So I paid a lot of attention to covers. They
20 were very important.

21 Q. And you would make changes in covers?

22 A. Oh, sure.

23 Q. And you mentioned that you thought that Kirby
24 actually did the cover on Spider-Man. What was -- the
25 cover that he did was based on his original drawing or was

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2 period in the 1960s.

3 A. Well, pretty much, except this is written by
4 somebody who I don't know why but he must have taken a
5 very unfair dislike to Jack. And it is so derogatory.
6 It's just terrible the way he pictured Jack in this
7 article. I can't tell you how badly I felt.

8 At any rate, this is the way the conferences
9 went. Very often Jack would say more than "mm-hmm." You
10 know, he might contribute something or he might say,
11 "Stan, let's also do this or do that." I mean, we had
12 conversations.

13 But aside from that, yes, we would get
14 together. I would tell Jack the main idea that I wanted,
15 and then we would talk about it, and we'd come up with
16 something.

17 Q. And that was fairly typical of how a plotting
18 conference would go?

19 A. Yeah, in that sense. Yeah.

20 Q. Now, during the period of time that you've
21 been testifying about, did Marvel ever buy work that was
22 created by one of the writers or freelancers on spec as
23 opposed to having the material being part of an assignment
24 that you would give him?

25 A. Not that I remember. Excuse me. You know,

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2 they may have made deals I don't know about.

3 Q. I'm just asking --

4 A. But nothing that I remember. Right.

5 Q. -- in your recollection --

6 A. Right.

7 Q. -- having been there all that period of
8 time.

9 A. Right.

10 Q. Now, when you would give out an assignment,
11 how did that work? Did you give them deadlines? How
12 did --

13 A. Yeah. Every strip had a deadline, because
14 these books had to go out every month. And it was very
15 important that the deadline be met. Because if a book was
16 late, we had already paid the printer for that press time.
17 And if the book wasn't delivered in time, we still had to
18 pay the printer. So it was a total loss to us. So the
19 deadlines were very important. And the artists always
20 knew this has to be delivered by thus-and-such a date.

21 Q. Now, in connection with the way that artists
22 and freelancers were paid, did they get paid whether or
23 not a particular book or comic was successful?

24 A. Oh, sure. They were paid before the book went
25 on sale. We didn't know how successful it would be. They

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2 were paid when they delivered the artwork.

3 Q. Did you ever have any discussions with Mr.
4 Goodman about what his investment and his risk was in the
5 context of being the publisher?

6 A. Yeah. Once in a while -- I remember there was
7 one time some artists had wanted an increase in their page
8 rate, and they felt they weren't getting paid enough. And
9 Martin was in a pretty gloomy mood that day, and he said
10 to me.

11 You know what they don't realize? They
12 don't realize the risk that I'm taking. Because
13 if the books don't sell, it costs -- I lose a lot
14 of money. And I have no guarantee the books will
15 sell. And we have periods for month after month
16 after month where I'm losing money where the
17 books don't sell. But I don't cut their rate. I
18 don't fire them. I try to keep going as much as
19 possible.

20 And he gave me this whole thing from the
21 publisher's point of view.

22 Q. And did you understand that point of view?

23 A. Well, yeah, I could understand it from his
24 point of view. I could understand it. Yes. Just to add
25 to that, he said he was the fella taking all the risk.

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2 That's the thing that he stressed.

3 Q. Let me go back to the covers for a second.

4 Now, who typically designed the covers for the
5 comic books? How did that process work?6 A. I usually, almost always, would say what I
7 wanted the cover to be. Sometimes I'd make a little
8 thumbnail sketch. I'm no great artist, but I would just
9 indicate where I wanted the character.10 Because, as I said, we considered the covers
11 the most important part of the book. And I was very
12 careful about the covers. And I would say what the
13 illustration should be, where I wanted the caption, where
14 I wanted a blurb, how I wanted -- whether I wanted a
15 closeup or a long shot, whether I wanted it to be an
16 action scene or just a dramatic scene. That I spent a lot
17 of time on that.18 Q. And after you'd give direction, were the
19 covers done before or after the pencils were complete?

20 A. It didn't -- it could have been either way.

21 Q. Either way. And did you ever reject a cover
22 and ask him to go back and redo it?

23 A. Oh, sure.

24 Q. Now, you mentioned also the practice was to
25 pay writers, artists, and the others inkers, and so forth

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2 on a per page basis. And they had different rates and so
3 forth.

4 During the period of time that you were there,
5 were writers or artists ever -- did they ever get
6 royalties from Marvel for the work they did or was it just
7 a per page?

8 A. While I was there I don't remember any
9 royalties.

10 MR. LIEBERMAN: Is this a good time for a
11 break? We've been going for about an hour.

12 MR. QUINN: I think it's a very good time.

13 THE VIDEOGRAPHER: Off video at 10:29 a.m.

14 (Recess.)

15 THE VIDEOGRAPHER: Back on video at 10:38 a.m.

16 Q. BY MR. QUINN: We were discussing a number of
17 different items generally about the process that you
18 oversaw as editor back in the 50s and 60s. And now I want
19 to focus specifically on issues relating to Jack Kirby.

20 You're aware that this is a dispute with the
21 Kirby heirs?

22 A. (Nods head up and down.)

23 Q. You've got to say yes on the record.

24 A. Yes.

25 Q. When did you first meet Jack Kirby?

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2 dialogue balloons and the captions should go on the
3 artwork. And I might not have written so much if he had
4 made the face bigger, but inasmuch as there was that space
5 on the upper right-hand part of the page, I put in more
6 dialogue to sort of dress up the -- balance the panel with
7 picture and dialogue. That was something else I had
8 mentioned but I concentrated very much on.

9 For example, in the panel above it, that panel
10 was an interesting panel, and I didn't want to -- I only
11 used three lines of caption. I didn't want to crowd that
12 with copy.

13 And the same with the first panel. There's so
14 much going on, that I only had a two-line caption that
15 only went part way across, because I wanted the reader to
16 enjoy looking at Jack's artwork with no interference.

17 Q. And who was it who decided where those --
18 where the dialogue would go?

19 A. I did. I always made the indications for the
20 letter -- before giving my strips to a letterer, I always
21 indicated in pencil after I typed out the dialogue where
22 the dialogue should go in the panel. And the sound
23 effects, also.

24 Q. And this was the typical way that you would
25 work with Mr. Kirby?

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2 A. With all the artists. Yeah.

3 Q. And who had the final say with regard to what
4 was going to be written in those panels?

5 A. Well, I was the editor. I did.

6 Q. So just looking at some of the other panels,
7 who -- let's go to the next page up on top in the second
8 panel.

9 A. Mm-hmm.

10 Q. Read me what Kirby had written in.

11 A. Let me see if I can make it out. "As it
12 leaves his hands, the staff's power blows and rocks" --
13 something -- back." I can't make out the word.

14 Q. Right. And what did you substitute for this?

15 A. Well, I thought it was so self-explanatory,
16 and design wise I felt a big sound effect would be good.
17 So I lettered in the word "batoom" (phonetic) for the
18 letterer. I did it in pencil so the letterer would follow
19 it, and I tried to make it part of the design of the
20 panel.

21 Q. Was that something that you typically did?
22 Let's look at another, the next page.

23 A. The next page?

24 Q. I'm sorry, two pages over which would be 62.
25 I see in the third panel --

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2 compare. Is that the same page that in Lee 6 in its final
3 version that is in --

4 A. Oh, it seems to be. Yes.

5 Q. With the same dialogue that you wrote in?

6 A. Mm-hmm.

7 Q. So this would be -- this --

8 A. Yeah.

9 Q. Stan --

10 A. This is the way it looked printed.

11 Q. This is the way it came out to the public.

12 A. Right.

13 Q. That now includes the work of the inkers and
14 the colorists and all the other folks.

15 A. And the letterer.

16 Q. And the letterer. Now, as part of the way you
17 worked with Mr. Kirby and the assignments you gave, did
18 you ever ask Mr. Kirby to create new characters? Or did
19 he ever create new characters in the context of the work
20 and the assignment you gave him?

21 A. Well, he, in the context of the work, I would
22 give him the outline for the story. I might add, that as
23 we went on, and we had been working together for years,
24 the outlines I gave him were skimpier and skimpier. I
25 might say something like: In this story let's have Dr.

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2 Doom kidnap Sue Storm, and the Fantastic Four has to go
3 out and rescue them. And in the end, Dr. doom does this
4 and that. And that might have been all I would tell him
5 for a 20-page story.

6 Q. Dr. Doom --

7 A. Dr. Doom being the villain.

8 Q. The villain.

9 A. And Jack would just put in all the details and
10 everything. And then it was -- I enjoyed that. It was
11 like doing a crossword puzzle. I get the panels back, and
12 I have to put in the dialogue and make it all tie
13 together.

14 So we worked well together that way for years,
15 but, I'm sorry, I forgot what your question was.

16 Q. No, no, no. Whether during that period of
17 time was it part of his job to create new characters from
18 time to time?

19 A. Oh, that's why I mentioned.

20 MR. TOBEROFF: Assumes facts. Go ahead.

21 Q. Go ahead.

22 A. That's why I mentioned that, because I might
23 give him a very skimpy outline like let Dr. Doom kidnap
24 Sue. Now, when he drew the strip, he might introduce a
25 lot of characters that he came up with in the story. He

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2 might have decide to have Dr. Doom send some giant robot
3 to get Sue Storm, and he would make up the robot. Or
4 there might be some other people. Sure, Jack would often
5 introduce a lot of new characters in the stories.

6 Q. And that was part of what his assignment was?

7 A. Yeah.

8 Q. And did other artists do the same thing?

9 A. Yes.

10 Q. To your recollection, were there any
11 characters that Kirby had created before he was working
12 with you or anyone at Marvel that he brought to Marvel and
13 then were then published by Marvel?

14 A. No, I don't believe so. I don't recall any.

15 Oh, wait a minute. Wait a minute. Captain America, for
16 God's sake. He and Joe Simon had created Captain America.

17 Q. Right.

18 A. Now, by the time in the 60s, Jack came to work
19 for us, we weren't -- there was no more Captain America.
20 We weren't publishing it because Martin Goodman thought it
21 was just a World War II character and people wouldn't be
22 interested in it anymore.

23 I always loved the character, so I decided to
24 bring it back. And I tried to write a story where he had
25 been frozen in a glacier for years, and they found him and

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2 it.

3 MR. TOBEROFF: Did you hear my objection?

4 THE REPORTER: No, I didn't. Sorry.

5 MR. TOBEROFF: Leading.

6 THE REPORTER: Thank you.

7 Q. To your knowledge, did Mr. Kirby ever try to
8 use a storyline or a character that he and you created
9 together for Marvel when he left Marvel and went to DC or
10 someplace else?11 A. Did he take any stories we had done and use --
12 not that I know of.13 Q. Now, we talked generally about how the
14 freelancers were paid. How was Mr. Kirby paid?15 A. When he brought in -- like everybody else.
16 When he'd bring in his artwork, he'd hand in a voucher.
17 We had pre -- you know, pre-prepared voucher forms. And I
18 would, of course, okay the voucher, and it would go to the
19 Bookkeeping Department.

20 Q. Based on the number of pages?

21 A. Yeah, so much per page.

22 Q. To your knowledge, did Mr. Kirby ever receive
23 any royalties from Marvel?

24 A. Did he receive royalties?

25 Q. Royalties from Marvel.

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2 herald to find Galactus his planets. But the way Jack
3 drew him, he looked so noble and so interesting that I
4 said, "Jack, you know, we ought to really use this guy. I
5 like him."

6 And I tried to write his copy so that he was
7 very philosophical, and he was always commenting about the
8 state of the world and: Don't you human beings realize
9 you live in a paradise. Why don't you appreciate it? Why
10 do you fight each other and hate each other? And I had
11 him talking like that all the time. And the college kids
12 started to love him. And whenever I would lecture at a
13 college, and there was a question-and-answers period, it
14 was inevitably the Silver Surfer that they would talk
15 about the most. So I was very happy with him.

16 But that's how it happened accidentally. I
17 mean, I had nothing -- I didn't think of him. Jack -- it
18 was one of the characters Jack tossed into the strip. And
19 he drew him so beautifully that I felt we have to make him
20 an important character.

21 Q. And this is -- you talked about it before that
22 artists were expected as part of their job to populate the
23 story with characters?

24 MR. TOBEROFF: Misstates testimony.

25 Q. You can answer.

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2 A. Pardon me?

3 Q. You can answer.

4 A. Oh. You see, if there's a story where the
5 hero goes, let's say, to a nightclub, so I would say or
6 whoever the writer is would say the hero goes to a
7 nightclub, and he talks to this person, and then there's a
8 gun fight. Well, when the artist draws it, the artist has
9 to draw other people in the nightclub. So the artist is
10 always creating new characters. I mean, the artist might
11 decide to have the character standing at the bar and draw
12 a sexy-looking bartender, a female or an interesting
13 looking bartender.

14 The artist in every strip always creates new
15 characters to flesh out the strip and to make the
16 characters living in the real world. Sure.

17 Q. Who is it up to? Who had the last word as to
18 whether or not a particular character would make it into
19 the final publication?

20 A. Well, I guess I did, and my publisher Martin,
21 who might also look at a character and say, I like him,
22 let's see more of him, although he didn't do it that
23 often.

24 Q. Did he ever say I didn't like --

25 A. Yeah.

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2 Q. -- a particular character?

3 A. Yeah, mostly in Westerns. He was big on our
4 Western books. And sometimes he wouldn't like the way a
5 character was drawn.

6 Q. Let's talk a little bit about the Spider-Man.

7 How did the idea for Spider-Man come about?

8 A. Again, I was looking for -- Martin said,
9 "We're doing pretty good. Let's get some more
10 characters." So I was trying to think of something
11 different. And I have always hated teenage sidekicks, so
12 I felt it would be fun to do a teenager who isn't a
13 sidekick but who is the real hero. So that part was easy.14 But then you had to -- the toughest thing is
15 dreaming up a superpower. So I thought, What superpower
16 can I give him? And it finally occurred to me, a guy who
17 could stick to walls like an insect, crawl on a wall and
18 stick to a ceiling. I didn't recall ever having seen any
19 character like that before. So I thought that's what I'll
20 do. I'm going to get a teenager who can crawl on walls.21 But then the second most important thing is a
22 title. Titles are very -- the names of the characters are
23 very important. So I went down the list. Could I call
24 him Mosquito Man? insect Man? fly Man? And I got to
25 Spider-Man. It sounded dramatic. And I remember I had

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2 read a pulp magazine when I was a kid called Spider-Man.
3 The guy didn't have a superpower. He was just a guy who
4 went around fighting bad guys. But I thought Spider-Man
5 sounds great.

6 And again, I went to Jack. I think I told you
7 this before, but --

8 Q. It's okay.

9 A. I went to Jack and asked him to draw it, and
10 he did, but he didn't make the teenager look as wimpy or
11 as nerdy as I thought he should. And I realize that
12 really isn't Jack's style. Jack mostly draws glamorous
13 heroic Captain America type. Not that he couldn't have
14 but he would have had to force himself. So I figured I
15 will get somebody that it comes easy to.

16 And nobody, Jack nor I nor anybody, thought
17 that Spider-Man was going to be a big strip, so it didn't
18 matter. So I said, "Forget it, Jack. I will give it to
19 someone else." He said okay and he went back to Fantastic
20 Four or Thor or whatever he was drawing, and I gave it to
21 Steve Ditko. And Steve had that kind of awkward feeling.
22 It was just right for Spider-Man, so I gave it to Steve.
23 And that's what happened.

24 Q. Now, did you discuss the idea that you had for
25 Spider-Man with Mr. Goodman?

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2 MR. TOBEROFF: Okay.

3 Q. BY MR. QUINN: In any event, let me go back to
4 something you testified about a little while ago when we
5 were talking about the process of where artists sometimes
6 create characters as part of the story. And you
7 mentioned, for example, the possibility of an artist
8 creating a lady bartender.

9 Whose job or whose responsibility, if it was
10 decided that this was really an interesting character, who
11 would be the one who would make the decision to take that
12 character and make him or her a separate character for a
13 new comic?

14 A. Well, either whoever is the Editor or the
15 Publisher.

16 Q. So at this period of time it would be you or
17 Mr. Goodman?

18 A. At that period it would have been me or
19 Martin.

20 Q. So, for example, with regard to the Silver
21 Surfer, who decided to essentially take the Silver Surfer
22 and make him a separate character?

23 A. Oh. Me.

24 Q. And why?

25 A. Why?

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2 whoever we felt like.

3 But the idea was that they were organized by
4 -- I don't remember which of our heroes organized. Oh,
5 they got together and decided to become a fighting team.
6 Again we wanted something like The Justice League that DC
7 had.

8 Q. Had you discussed the idea for The Avengers
9 with Martin Goodman?

10 A. Oh, sure. Oh, sure. I couldn't do any book
11 unless Martin approved of it. And I remember Iron Man who
12 was the rich one. I had them use Iron Man's mansion on
13 Fifth Avenue as The Avengers' headquarters, and Captain
14 America was definitely an Avenger. Iron Man. And
15 Spider-Man never joined them; he was a loaner.

16 But then I would have them -- the toughest
17 thing about The Avengers, they were also powerful that we
18 had to find very powerful villains for them to fight. And
19 again, you know, Jack drew it, and it turned out to be
20 popular. They're going to make a movie of that, too.

21 Q. You needed to have very powerful villains to
22 make it a fair fight.

23 A. Oh, sure. In fact, it's always best if the
24 villain -- if it isn't a fair fight; if the villains seem
25 even more powerful, because then you wonder how will the

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2 the raw hide kid tell us about The Rawhide Kid.

3 A. I don't really know what to tell you. Martin,
4 the publisher, he loved Westerns. And we had a lot of
5 Western books, and he loved the name The Kid. We had Kid
6 called Outlaw, The Rawhide Kid, The Texas Kid. We had a
7 few others I can't remember. He loved that word. And the
8 Rawhide Kid was just one of the many Westerns we had.9 And I, as far as I know, my brother had been
10 doing most of them. He was writing and drawing them. I
11 don't remember who started it. Maybe it was Jack that I
12 did it with first. I probably wrote the first one.

13 But it was just -- I don't even remember.

14 Maybe he was somebody wanted by the law, but he was really
15 a good guy, and nobody knew it and he just rode around The
16 West having adventures.17 We didn't put a lot of thought into our
18 Westerns, really. They were all pretty much alike, just a
19 guy who is the fastest gun in the west, and he fights bad
20 guys.21 Q. And with The Rawhide Kid, you followed the
22 same practice of making the assignment and then overseeing
23 it and editing it?

24 A. Yeah.

25 Q. Switching to another subject. Do you recall

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2 that sometime back in 2002 and 2003 you had a dispute with
3 Marvel?

4 A. Oh, yes.

5 Q. And what was that dispute about?

6 A. Well, according to my contract, I was supposed
7 to get 10% of the profits of -- Marvel's profits from the
8 movies and television and things like that. And I felt I
9 hadn't been getting it.

10 Q. Did during the course of that dispute did you
11 ever say that you owned the characters and not Marvel?

12 A. No, that wasn't part of the dispute.

13 Q. And from your perspective, who did you believe
14 owned the characters?

15 A. Say that again.

16 Q. Who did you believe owned the characters?

17 A. I always felt the company did.

18 Q. Now, do you recall during the course of that
19 dispute that my nice friend, Mr. Fleischer over there,
20 took your deposition?

21 A. I don't recall it, but I take your word for
22 it. Somebody took it. I don't remember who.

23 Q. I'm going to show you a portion of that
24 deposition --

25 A. All right.

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1 C E R T I F I C A T E
2

3 STATE OF CALIFORNIA)
4) SS.:
5 COUNTY OF LOS ANGELES)
6

7 I, CHRISTY A. CANNARIATO, a Certified
8 Shorthand Reporter within and for the State
9 of California, do hereby certify:

10 That Stan Lee, the witness
11 whose deposition is hereinbefore set forth,
12 was duly sworn by me and that such
13 deposition is a true record of the
14 testimony given by such witness.

15 I further certify that I am not
16 related to any of the parties to this
17 action by blood or marriage; and that I am
18 in no way interested in the outcome of this
19 matter.

20 IN WITNESS WHEREOF, I have hereunto
21 set my hand this 25th day of May, 2010.

22 
23

24 _____
25 CHRISTY A. CANNARIATO, CSR #7954

Marvel Worldwide, Inc., Marvel Characters, Inc., and MVL Rights, LLC

v.

Lisa R. Kirby, Barbara J. Kirby, Neal L. Kirby, and Susan N. Kirby

Civil Action No. 10 Civ. 141 (CM) (KNF)

Southern District of New York

ERRATA SHEET FOR THE MAY 13, 2010 DEPOSITION OF STAN LEE

PAGE/ LINE NO.	CHANGE	REASON FOR CHANGE
14:16	“grownup” should be “grown up”	Typographical error
21:7	“fill in” should be “villain”	Typographical error
34:8	“Then I would send it to the inker” should be “Then, after it was lettered by the letterer, I would send it to the inker.”	Clarification
35:19	“talk it with the artist” should be “talk about it with the artist”	Typographical error
38:12	“news stand” should be “newsstand”	Typographical error
40:17	“Kirby a veteran comic book artist,” should be “Kirby, a veteran comic book artist,”	Typographical error
42:20	“thus and such” should be “such and such”	Typographical error
49:12	“Collection” should be “Collector”	Typographical error
53:8	“Os” should be “O’s”	Typographical error
55:3	“Dr. doom” should be “Dr. Doom”	Typographical error
56:2	“might have decide to” should be “might have decided to”	Typographical error
64:25	“the Fantastic Four” should be “The Fantastic Four”	Typographical error
65:20	“See later part of the article” should be “see latter part of article.”	Clarification
65:23	“synopses with Marvel artists, often working merely” should be “synopses, with Marvel artists often working merely”	Typographical error
65:24	“brief conversations” should be “brief conversations,”	Typographical error
67:17	“the thing” should be “the Thing”	Typographical error
67:21-22	“such a ugly monstrous looking guy” should be “such an ugly, monstrous-looking guy”	Typographical error
69:6	“started drawing” should be “started drawing,”	Typographical error
69:8-0	“action sequence may have been suggested, then, as well by either man.” should be “action sequence, may have been suggested then, as well, by either man.”	Typographical error

70:20	“this mind” should be “in mind”	Typographical error
74:24	“insect Man? fly Man?” should be “Insect Man? Fly Man?”	Typographical error
75:2	“Spider-Man” should be “The Spider”	Typographical error
75:13	“type” should be “types”	Typographical error
76:11	“I didn’t mention that” should be “I mentioned that”	Clarification
80:16	“the thing” should be “the Thing”	Typographical error
81:5	“I remember Dr. Jekyll” should be “I remembered Dr. Jekyll”	Typographical error
86:18	“Happy hogan” should be “Happy Hogan”	Typographical error
91:14	“And how you do that.” should be “And how do you do that?”	Typographical error
96:5	“Sgt. fury” should be “Sgt. Fury”	Typographical error
97:15	“loaner” should be “loner”	Typographical error
97:17	“also powerful” should be “all so powerful”	Typographical error
100:2	“the raw hide kid tell us about The Rawhide Kid” should be “The Rawhide Kid. Tell us about The Rawhide Kid.”	Typographical error
104:12	“Stanley Deposition” should be “Stan Lee Deposition	Typographical error
110:3	“I know What” should be “I know what”	Typographical error
110:4	“That sounds that” should be “That sounds like that”	Typographical error
110:18	“spider-man” should be “Spider-Man”	Typographical error
112:4	“Stanley deposition” should be “Stan Lee deposition”	Typographical error
112:6	“Stanley” should be “Stan Lee”	Typographical error
121:2-3	“The Superhero Women.” should be “The Superhero Women.”	Typographical error
123:2	“mr.” should be “Mr.”	Typographical error
123:14	“whose” should be “who’s”	Typographical error



A handwritten signature in black ink, appearing to read "Stan Lee", is written over a date. Below the signature is the date "7/2/10" written in a cursive hand.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles }On July 2, 2010 before me, SUSAN M. DYMOND, a Notary Public
Date _____ Here insert Name and Title of the Officerpersonally appeared Stan Lee

Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Susan M. Dymond

Signature of Notary Public



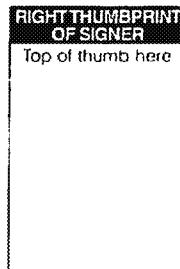
Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached DocumentTitle or Type of Document: Errata Sheet for the May 13, 2010 DepositionDocument Date: 7-2-10Number of Pages: 2Signer(s) Other Than Named Above: N/A**Capacity(ies) Claimed by Signer(s)**Signer's Name: Stan Lee Individual Corporate Officer — Title(s): _____ Partner — Limited General Attorney in Fact Trustee Guardian or Conservator Other: _____

Signer Is Representing: _____



Signer's Name: _____

 Individual Corporate Officer — Title(s): _____ Partner — Limited General Attorney in Fact Trustee Guardian or Conservator Other: _____

Signer Is Representing: _____

